

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4516

12140 I
RECORDATION NO. 12140-I FILED

VIA AIR COURIER

August 15, 1997

AUG 18 '97 11-19AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the Termination of Security Interest dated July 1, 1997 ("Termination") by Metropolitan Life Insurance Company.

In connection with the recording of the Termination, please note the following information:

Name and Address of Secured Party: Metropolitan Life Insurance Company
334 Madison Avenue
Convent Station, NJ 07961

Equipment: One hundred thirty-five (135), 100-ton, rotary dump hopper railcars built by Bethlehem Steel Corporation in 1980.

Previous STB Filing: Security Agreement filed under Recordation No. 12140.

Please file the Termination as a supplementary number and return two (2) endorsed originals to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

P/Hapin

Patrick Hapin
Document Administrator

/ph
Enclosures (2)

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001**

OFFICE OF THE SECRETARY

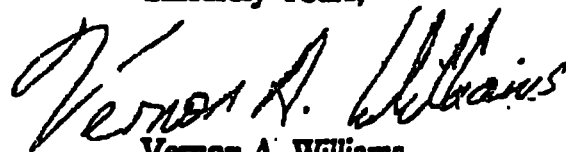
Patrick Hapin
Document Administrator
Helm-Atlantic Associates
Limited Partnership
One Embarcadero Center
San Francisco, CA 94111

DATE: 8/18/97

Dear Sir:

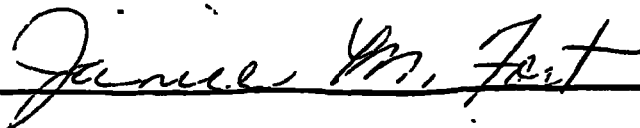
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/18/97 at 11:18AM, 11:19AM, 11:20AM, and
assigned recordation number(s). 18905-S, 18905-T, 8998-B, 12140-T, 16146-B, 17902-A, 18288-D,
18924-A, 19329-A, 20821 and 20822.

Sincerely Yours,


**Vernon A. Williams
Secretary**

Enclosure(s)

\$ 264.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature 

RECORDATION NO. 12140-^I FILED

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TERMINATION OF SECURITY INTEREST

Metropolitan Life Insurance Company, a New York corporation, having a mailing address of 334 Madison Avenue, Convent Station, NJ 07961 ("Met Life"), as the secured party under each of a Conditional Sale Agreement dated as of August 29, 1980, an Agreement and Assignment dated as of August 29, 1980, a Lease of Railroad Equipment dated as of August 29, 1980, an Assignment of Lease and Agreement dated as of August 29, 1980, an Assignment to and Appointment of Successor Trustee dated as of March 1, 1992, a Supplement No. 2 to the Lease of Railroad Equipment dated as of February 1, 1993, a Supplement No. 1 to the Assignment of Lease and Agreement dated as of February 1, 1993 and an Assignment and Assumption Agreement dated as of February 1, 1993 (collectively, the "Lien Documents"), does hereby release and discharge the lien created by the Lien Documents. The Lien Documents were recorded on August 29, 1980, May 21, 1992 and April 30, 1993, respectively with the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) under the following recordation numbers:

1. Conditional Sale Agreement	12140
2. Agreement and Assignment	12140-A
3. Lease of Railroad Equipment	12140-B
4. Assignment of Lease and Agreement	12140-C
5. Assignment to and Appointment of Successor Trustee	12140-D
6. Supplement No. 2 to the Lease of Railroad Equipment	12140-E
7. Supplement No. 1 to the Assignment of Lease and Agreement	12140-F
8. Assignment and Assumption Agreement	12140-G

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has executed or caused this Release of Security Interest to be executed as of the 1st day of July, 1997.

METROPOLITAN LIFE INSURANCE COMPANY

By: Jacqueline D. Jenkins
Print Name: Jacqueline D. Jenkins
Title: Vice-President

STATE OF NEW JERSEY)
) S.S.
COUNTY OF MORRIS)

On this 1st day of July, 1997, before me E.J. Gonzalez personally appeared Jacqueline D. Jenkins, to me personally known, who, being by me duly sworn, did say that he/she is the Vice President of Metropolitan Life Insurance Company, and that he/she is duly authorized to sign the foregoing instrument on behalf of Metropolitan Life Insurance Company and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Metropolitan Life Insurance Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Ethel Jeanne Gonzalez
Notary Public

[Notarial Seal]

ETHEL JEANNE GONZALEZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 11 2001